

Director
Securities Operations Department

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New York, NY 10005

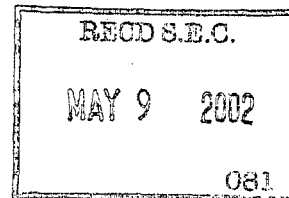
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May 9, 2002

Ms. Krista M. Hughes
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 1004 -- STOP/1-4
450 Fifth Street, NW
Judiciary Plaza
Washington, DC 20549

PROCESSED

MAY 10 2002

THOMSON
FINANCIAL

Dear Ms. Hughes:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, Agere Systems Inc., Class B common stock, par value \$.01 per share, and related preferred share purchase rights and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on May 9, 2002. Tentative listing date – May 14, 2002.

Sincerely,